

United States Bankruptcy Court
District of Wyoming

In re US Bentonite, Inc., Case No. _____
Debtor Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
Tharco Containers PO Box 844169 Dallas, TX 75284-4169				\$5,004.42
Ceenan A Emerson 921 East 23rd Street, #2 Casper, WY 82601-5671				\$1,114.05
Mills Livestock 14500 Poison Spider road Casper, WY 82604				\$16,343.74
Jon F Wing PO Box 63 Powder River, WY 82648				\$755.36
Margaret Strohecker 1046 Surry Court Casper, WY 82609				\$6,684.33
Kruse Farms 1200 South Main, #1400 Grapevine, TX 76051				\$977.04

In re US Bentonite, Inc., Case No. _____
Debtor Chapter 11

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(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
First Interstate Bank Escrow Escrow Dept 101 East Front Street Missoula, MT 59802				\$19,300.00
Dale Williams Leasco 1918 Greenback lane Orangevale, CA 95667				\$1,590,278.00

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, Todd Druse, CFO of the Corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: 4/5/2013

Signature: s/ Todd Druse

Todd Druse ,CFO

(Print Name and Title)

Penalty for making a false statement or concealing property. Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C §§ 152 and 3571.

B6A (Official Form 6A) (12/07)

In re: US Bentonite, Inc.

Case No. _____
(If known)

Debtor

SCHEDULE A - REAL PROPERTY

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
	Fee Owner		\$ 0.00	\$ 0.00
Total			\$ 0.00	

(Report also on Summary of Schedules.)

B6B (Official Form 6B) (12/07)

In re **US Bentonite, Inc.**

Case No. _____

Debtor

(If known)

SCHEDULE B - PERSONAL PROPERTY

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand		Cash on hand		0.00
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		First Interstate Bank Casper, Wyoming (Checking Account-1497)		300.00
Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		First Interstate Bank Casper, Wyoming (Checking Account-1714)		300.00
Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		First Interstate Bank Casper, Wyoming (Checking Account-1722)		300.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			

B6B (Official Form 6B) (12/07) -- Cont.

In re **US Bentonite, Inc.**

Case No. _____

Debtor

(If known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Aged Accounts Receivable See Attachment F		886,024.76
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		Rolling Stock See Attachment A		254,600.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Miscellaneous Office Equipment and Furnishings See Attachment C Located at Bucknum Plant		7,600.00
29. Machinery, fixtures, equipment and supplies used in business.		(1) Tennant 6600 Sweeper/Scrubber (S/N 26047)		21,519.77
Machinery, fixtures, equipment and supplies used in business.		Business Machinery/Equipment See Attachment B Various Locations		329,050.00
Machinery, fixtures, equipment and supplies used in business.		Komatsu Loader WA-320-6 S/N A35382		130,000.00

B6B (Official Form 6B) (12/07) -- Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
29. Machinery, fixtures, equipment and supplies used in business.		Processing & Packaging Equipment/Building Located at Bucknum Plant		30,000,000.00
30. Inventory.		Misc. Inventory See Attachment F		1,010,157.09
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			
2 continuation sheets attached				\$32,639,851.62

Total >

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

Attachment A - Rolling Stock Asset List

<u>Unit #</u>	<u>Vehicle</u>	<u>Value</u>	<u>Unit #</u>	<u>Trailer</u>	<u>Value</u>
<u>Vin</u>			<u>Vin</u>		
101	2006 Chevy Avalanche Vin 3GNEK12Z16G213164	\$ 12,000.00	201	2005 Haulmark Trailer Vin 16HGB26296017807	\$2,500.00
102	2005 Dodge Dakota Pickup Vin 1D7HE48N85S134459	\$ 4,000.00	203	1987 Pace Trailer (Field) Vin 40LAB2424HP001588	\$1,000.00
103	1988 GMC 1 Ton Pickup Vin 2GTGC39N8J1535282	\$ 800.00	204	2000 Pace Trailer (Lab) Vin 4P2WB2422YU021497	\$40,000.00
104	1983 International S-1800 Truck Vin 1HTAR18E0DHA31696	\$ 1,500.00	205	2005 H&H Trailer (Flat Bed) Vin 4J6HD30225B076163	\$5,000.00
105	1994 Ford F-350 Utility Bed Vin 2FDHF38G5RCA69062	\$ 1,000.00	207	1986 Alfa Trailer (RV) Vin 1AU078028GA007031	\$100.00
106	2006 Chevy 3/4 Ton Pickkup Vin 1GCHK29U86E116332	\$ 3,000.00	208	Office Trailer Vin AAM05504094	\$1,500.00
109	1988 Ford Club Wagon Van Vin 1FBJS31H0JHB42506	\$ 1,000.00	209	Wells Utility Trailer Vin 1WC200C15P4013372	\$200.00
111	2000 GMC 3/4 Ton Pickup Vin 1GTGK23R6YF406548	\$ 2,000.00	211	2010 Flatbed Trailer Vin 1DTL-027735-AA	\$1,500.00
112	2011 Ford F550 Drill Truck Vin 1FDUF5HT6BEB53754	\$ 125,000.00		Wells Cargo Trailer Vin unk	\$2,500.00
114	1988 Peterbilt Truck Vin 1XPBA57XXIN257000	\$ 8,000.00			
115	2011 Chevy 1/2 ton Pickup Vin 1GCNKPE06BZ364164	\$ 18,000.00			
116	2007 Dodge 2500 Pickup Vin 1D7KS28C67J527287	\$ 5,000.00			
117	2000 International H20 Trk Vin 1HTSCABP71H343393	\$ 7,000.00			
	2009 Chevy 1500 Pickup Vin 1GCEK29069Z197702	\$ 12,000.00			
Total					\$254,600.00

U.S. Bentonite Processing Inc.

Case No. 13-20211

Attachment B Business Machinery/Equipment

<u>Unit #</u> <u>S/N</u>	<u>Power & Generation</u>	<u>Value</u>	<u>Unit #</u> <u>S/N</u>	<u>Material Handling Equipment</u>	<u>Value</u>
401	Onan GenSet 230 kW S/N ODFP-17R/2469OL	\$ 3,000.00	501	1993 936F Caterpillar Loader S/N 8AJ01076	\$ 18,000.00
402	Onan Genset 35 kW S/N J960621342	\$ 1,000.00	502	763 Bobcat Skid Steer S/N 512265774	\$ 4,000.00
404	Utility Generator - Generac S/N EHC00952-2 (4000 Watt)		503	Case IH 7140 Tractor S/N JJA0009908	\$ 20,000.00
405	Utility Generator - Craftsman S/N 1010436191 (2500Watt)	\$ 50.00	504	Ezee-On Field Disc S/N 1051	\$ 600.00
406	Miller 250G Trailblazer Welder S/N C963493763	\$ 300.00	505	1968 Austin Western Motorgrader S/N M366 14126	\$ 1,000.00
407	Miller 250G Trailblazer Welder S/N KE560965	\$ 300.00	506	John Deere 710 D Backhoe S/N TO710DJ823633	\$ 10,000.00
408	Miller 250G Trailblazer Welder S/N KC322427	\$ 300.00	507	John Deere Field Disc S/N None Found	\$ 800.00
410	Lincoln 3406 Electric Welder S/N A-454894	\$ 200.00	508	Case International Tractor 5250 S/N JJF1048320	\$ 20,000.00
412	Air Compressor - Husky Pro S/N L1/11/2006-00419	\$ 100.00	509	John Deere Paddle Wheel Scraper 760A S/N 35381	\$ 3,000.00
413	Air Compressor - IR 2475 S/N 5011944	\$ 1,200.00			
414	Sullair Compressor 185 Portable S/N 004-105828	\$ 1,500.00	<u>Unit #</u> <u>S/N</u>	<u>Plant Mobile Equipment</u>	<u>Value</u>
415	Millermatic 212 wire welder S/N LJ431025B	\$ 300.00	304	1995 Toyota 42-5FG25 Forklift S/N 405FG1125-79864	\$ 4,000.00
416	Generac Genset 276 Kw S/N AD 203061 SNM	\$ 2,000.00	305	JCB 530 BHL Forklift S/N 530B-4/582755	\$ 1,000.00

U.S. Bentonite Processing Inc.

Case No. 13-20211

Attachment B Business Machinery/Equipment

<u>Unit #</u> <u>S/N</u>	<u>Power & Generation</u>	<u>Value</u>	<u>Unit #</u> <u>S/N</u>	<u>Plant Mobile Equipment</u>	<u>Value</u>
417	Sullair Compressor 16-75L S/N 10210 QLF	\$ 2,000.00	308	Grove Ind 24 - 6 Ton Crane S/N 40290	\$ 7,000.00
418	Lincoln Mig 40c wire welder S/N M3080811264	\$ 100.00	310	Auto Hoist S/N 128 Not yet installed	\$ 100.00
419	Miller 211 wire welder S/N MB150853N	\$ 100.00	311	2011 Toyota 8FGU25 Forklift S/N 30873	\$ 18,000.00
420	Miller 211 wire welder S/N MB221611N	\$ 100.00	312	2006 Gehl DL-11 Forklift S/N J21041103	\$ 45,000.00
421	Sullair Compressor 5509/A S/N 201201260082	\$ 25,000.00	313	2004 Trackmobile TM4150 S/N LGN 978620304	\$ 125,000.00
422	Ironworker 5014TM S/N 1979K1011	\$ 8,000.00	314	2006 Scissor Lift Genie GS1930 S/N GS3006B-78836	\$ 6,000.00

Total \$ 329,050.00

ATTACHMENT C
SCHEDULE B28 – OFFICE EQUIPMENT, FURNISHINGS AND SUPPLIES

<u>Item</u>	<u>Location</u>	<u>Value</u>
Desk (3)	Bucknum Plant	600.00
Secretary Desk (3)	Bucknum Plant	600.00
Chairs (3)	Bucknum Plant	150.00
Table (2)	Bucknum Plant	50.00
Misc. Office Furniture	Bucknum Plant	300.00
Misc. Office Furniture	Durbin Office	300.00
Plotter	Bucknum Plant	1500.00
Printer	Durbin Office	2000.00
Misc. Office Furniture	Bucknum Plant	500.00
Office Dividers	Bucknum Plant	100.00
Misc. Office Furniture	Bucknum Plant	500.00
WH Metal Shelves	Bucknum Plant	1000.00
Total		<hr/> \$7600.00

**ATTACHMENT F
SCHEDULE B30 – INVENTORY**

<u>Item</u>		<u>Value</u>
1210 - Inventory - Finished Products	Product that can be shipped; ready to go	\$144,335.97
1216 - Inventory - Crude Bentonite at Plant	Crude Bentonite at the Plant	\$386,733.73
1217 - Inventory - Additives	Additives that are added to product during production	\$38,504.54
1218 - Inventory - Pallets	Wood Pallets	\$33,025.60
1219 - Inventory - Packaging	Packing materials, etc.	\$242,002.09
1220 - Inventory - Maintenance	Misc. items on hand for maintenance/repair on equipment and rolling stock	\$132,233.96
1221 - Inventory - Fuels	Diesel, gasoline, propane, coal	\$33,321.20
Total - 1200 - Inventory		\$1,010,157.09

U.S. Bentonite Processing LLC
Case No. 12-20211
Attachment E

US Bentonite
A/R Aging Summary
As of March 14, 2013

Customer:Project	Current	2/24/2013 - 3/25/2013 (30)	1/25/2013 - 2/23/2013 (60)	12/26/2012 - 1/24/2013 (90)	Before 12/25/2012 (>90)	Total
	Open Balance	Open Balance	Open Balance	Open Balance	Open Balance	Open Balance
- No Customer/Project -	\$0.00	\$0.00	\$0.00	\$0.00	(\$283.76)	(\$283.76)
AES Drilling Fluids, LLC	\$66,248.00	\$43,529.85	\$0.00	\$0.00	\$0.00	\$109,777.85
Agri-Empresa, LLC.	\$22,103.80	\$11,236.92	\$0.00	\$0.00	\$0.00	\$33,340.72
Anchor Drilling Fluids	\$3,958.50	\$15,834.00	\$0.00	\$0.00	(\$159.25)	\$19,633.25
Baker Hughes Oilfield Operations, Inc.	\$111,446.92	\$139,565.73	\$0.00	\$0.00	\$0.00	\$251,012.65
Bri-Chem Supply Corp.	\$13,349.70	\$0.00	\$0.00	\$0.00	\$0.00	\$13,349.70
Buckeye, Inc.	\$53,103.11	\$5,692.05	\$0.00	\$0.00	(\$0.12)	\$58,795.04
CSI, Inc.	\$0.00	\$0.00	\$0.00	\$0.00	\$134,995.84	\$134,995.84
Energy Fluids, Inc.	\$25,498.20	\$6,374.55	\$0.00	\$0.00	\$0.00	\$31,872.75
Halliburton	\$3,400.00	\$0.00	\$0.00	\$0.00	\$0.00	\$3,400.00
Mudsmith Ltd.	\$13,599.95	\$28,395.50	\$3,885.70	\$1,942.85	\$0.00	\$47,824.00
Newpark Resources, Inc.	\$83,076.00	\$21,796.70	\$0.00	\$0.00	\$0.00	\$104,872.70
NorthStar Fluid Solutions	\$0.00	\$19,292.00	\$0.00	\$0.00	\$0.00	\$19,292.00
Quality Drilling Fluids, LLC	\$0.00	\$2,002.00	\$0.00	\$0.00	\$0.00	\$2,002.00
SW Fluids Company Inc.	\$16,380.00	\$32,760.00	\$0.00	\$0.00	\$7,000.00	\$56,140.00
Turbo Drilling Fluids Inc.	\$0.00	\$0.00	\$0.00	\$0.00	\$0.02	\$0.02
Total	\$412,164.18	\$326,479.30	\$3,885.70	\$1,942.85	\$141,552.73	\$886,024.76

In re **US Bentonite, Inc.**

Case No. _____

Debtor

(If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions, Above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO. 100-10008957 de lage Landen 1111 Old Eagle School Road Wayne, PA 19087			Security Agreement (1) Tennant 6600 Sweeper/Scrubber (S/N 26047) _____ VALUE \$18,000.00			X	21,519.77	0.00
ACCOUNT NO. 85014084 First Interstate Bank 104 S Wolcott Street Casper, WY 82601	X		08/15/2008 Security Agreement Secured by Rolling Stock, Equipment, Inventory. *Creditor is also secured non-debtor assets _____ VALUE \$31,346,807.09				5,385,339.83	0.00
ACCOUNT NO. Komatsu Equipment 1486 Distribution Drive SLC, UT 84104			Security Agreement Komatsu Loader WA-320-6 S/N A35382 _____ VALUE \$130,000.00				130,000.00	0.00
ACCOUNT NO. Les R. Baledge 668 N. Sequoyah Fayetteville, AR 72701			Security Agreement Bond Holder secured by Mining Claims See Attachment G _____ VALUE \$32,487,431.00				35,955,000.00	0.00

0 continuation sheets
attachedSubtotal >
(Total of this page)Total >
(Use only on last page)

\$ 41,491,859.60	\$ 0.00
\$ 41,491,859.60	\$ 0.00

(Report also on Summary of Schedules) (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

US Bentonite Inc.
Case No. 13-20211
Attachment G

		Series A	Series B	August 2012 Notes
Les R. Baledge	668 N. Sequoyah Drive, Fayetteville, AR 72701	2,000,000	850,000	105,000
Myriam Goffin	668 N. Sequoyah Drive, Fayetteville, AR 72701	250,000	-	
Myriam Goffin Baledge, Custodian, Leslie B. Baledge	668 N. Sequoyah Drive, Fayetteville, AR 72701	125,000	125,000	
Myriam Goffin Baledge, Custodian, William B. Baledge	668 N. Sequoyah Drive, Fayetteville, AR 72701	125,000	125,000	
James I. Freeman	3711 Water Oak Dr., Texarkana, AR 71854	3,000,000	1,440,000	500,000
James B. Blair Revocable Trust	3065 N. College Ave. #51, Fayetteville, AR 72703	1,000,000	450,000	100,000
John H. Tyson	PO Box 2020, Springdale, AR 72765	1,000,000	450,000	
Barbara A. Tyson	c/o Erwin & Co., 6311 Ranch Drive, Little Rock, AR 72223	1,000,000	450,000	100,000
Lone Camp Ironworks, LLC	313 West Dickson Street, Suite 201, Fayetteville, AR 72701	250,000	100,000	
Xiaoying Gao	5906 Highland Dr., Palatine, IL 60067	500,000	250,000	50,000
Equity Trust Company DBA Sterling Trust FBO Leonid Fre	1600 Flat Rock Road, Penn Valley, PA 19072	375,000	-	
Double Eight Ltd.	PO Box 4593, Henley On Thames, Oxon RG9 4UT, UK	500,000	150,000	50,000
David S. Allsopp	c/o Philadelphia Brokerage Corp., 2 Radnor Corporate Center, Suite 111, Ra	300,000	120,000	50,000
Sally Allsopp	c/o Philadelphia Brokerage Corp., 2 Radnor Corporate Center, Suite 111, Ra	100,000	30,000	50,000
William Scott & Karen Kaplan Living Trust dtd 3/17/04	12612 Promontory Road, Los Angeles, CA 90049	1,750,000	875,000	1,000,000
Paul Kelly Mikules	7035 Corintia St., Carlsbad, CA 92009	100,000	-	
Ron D. Silverton	c/o AGT Advisors LLC, 6300 Wilshire Blvd, Suite 700, Los Angeles, CA 9004	150,000	-	
Jordan Sall	8247 Roxbury Rd., Los Angeles, CA 90069	50,000	-	
Richard A. Jacoby	2490 White Horse Road, Berwyn, PA 19312	100,000	50,000	
Richard A. Jacoby Trust dtd 10/11/04, David R. Glyn, Trust	c/o Cozen O'Connor, 1900 Market Street, Philadelphia, PA 19106	100,000	-	
Carolyn Wittenbraker	3315 Southwestern Blvd., Dallas, TX 75225	75,000	50,000	
John & Lois Teerling	1640 Court of Palms, Unit 603, Ft. Myers, FL 33908	1,000,000	400,000	
Peter S. Rawlings	1610 Old Gulph Rd., Villanova, PA 19085	100,000	-	
Bee Publishing Co Inc	PO Box 5503, Newtown, CT 06470	100,000	-	25,000
Joanne C. Edwards	One Milbank Avenue, Apt 1E, Greenwich, CT 06830	50,000	-	20,000
Leonide C. Prince Revocable Trust U/A 12/5/06	c/o Philadelphia Brokerage Corp., 2 Radnor Corporate Center, Suite 111, Ra	50,000	-	20,000
Joseph Kornfield	2740 Lundy Lane, Huntingdon Valley, PA 19006	75,000	-	

Bernard A.G. Taradash Rlvr IRA, Oppenheimer & Co., Cus: PO Box 1910, Fall River, MA 02722		50,000	-	
NFS/FMTC IRA FBO Tom Donohoe	c/o Philadelphia Brokerage Corp., 2 Radnor Corporate Center, Suite 111, Radnor, PA 19087	50,000	-	
Irrev. Deed of Trust of Frank J. Campbell III dtd. 2/15/96	c/o Edwin R. Boynton, Co-Tr., 30 Valley Stream Parkway, Malvern, PA 19355	100,000	-	
Gus Blass III	212 Center Street, Suite 800, Little Rock AR 72201	1,000,000	262,500	83,333
Patricia B. Blass, Trustee, Constance Blass O'Neill Trust # 16 W. Palisades Dr., Little Rock, AR 72207		100,000	40,000	
Gus Blass II	16 W. Palisades Dr., Little Rock, AR 72207	1,950,000	780,000	
Stephens Inc. Custodian for Gus Blass II IRA	111 Center Street, Little Rock, AR 72201 Attn: Carla Heer	175,000	140,000	83,333
NFS/FMTC IRA FBO Gus Blass II IRA	16 W. Palisades Dr., Little Rock, AR 72207	100,000	-	
Capital Properties LLC	212 Center Street, Suite 800, Little Rock AR 72201	1,000,000	262,500	83,334
Amir L. Ecker	800 Newtown Road, Villanova, PA 19085	250,000	-	25,000
Amir L. Ecker and Maria Ecker	800 Newtown Road, Villanova, PA 19085	-	120,000	
ACT Capital Partners, LP	2 Radnor Corp. Cntr., Suite 111, Radnor, PA 19087	150,000	70,000	25,000
Dorothy H. Engler	31 Ridgewood Road, Radnor, PA 19087	100,000	-	
Patricia McDermott Boyd	153 74th Street, Avalon, NJ 08202	400,000	100,000	
Anthony C. McDermott	504 N. Wayne Ave, Wayne, PA 19087	775,000	350,000	
McDermott Family Partnership II	504 N. Wayne Ave, Wayne, PA 19087	200,000	100,000	
Frank J. Campbell III	106 Longview Circle, Media, PA 19063	100,000	-	20,000
Judith W. Campbell	106 Longview Circle, Media, PA 19063	50,000	-	10,000
Scudder Smith Family Association LLC	PO Box 5503, Newtown, CT 06470	200,000	-	50,000
James B. Flanigan and Margaret B. Flanigan, JT-Ten WRC 1309 Arrowmink Road, Villanova, PA 19085		150,000	-	
Harry G. Richter and Erika E. Richter, JT-Ten WROS	2146 Camino San Rafael, Glendale, CA 91206	100,000	-	
Alexander A. Maguire	900 West Valley Road, Suite 501, Wayne, PA 19087	100,000	-	
Henry B. Maguire	44070 Royal Troon Drive, Indio, CA 92201	25,000	-	
Edward H. Maguire	1902 Little Ave., Conshohocken, PA 19428	25,000	-	
Gunter Piepers	928 Descano Drive, La Canada, CA 91011	100,000	-	
William J. McCormick & Jacqueline F. McCormick	958 Nether Wood Drive, Blue Bell, PA 19422	100,000	-	
K. Tucker Andersen	369 Lexington Avenue, Suite 305, New York, NY 10017	200,000	-	25,000
John P. Dahdah and Carol H. Dahdah JT-TIC	2228 Detweiler Road, Pottstown, PA 19404	33,333	-	
Kenneth A. Culver	10320 Majestic Trail, Parkland, FL 34201	33,333	-	

Richard S. Powell	805 Maple Glen Lane, Wayne, PA 19087	33,333	25,000	
Louise H. Hildreth	912 Rolandvue Road, Baltimore, MD 21204	25,000	-	
Yury and Eleonora Minkovsky	1295 North Providence Rd., Apt. G203, Media, PA 19063	75,000	-	
Roman Fedorak & Donna Fedorak, JT-Ten WROS	68 Teal Dr., Langhorne, PA 19047	25,000	-	
Dennis Renter Family Trust	5 San Martin Way, Corona del Mar, CA 92625		50,000	
Philip J Rafferty, Trustee, Rafferty Living Trust	8400 Kass Drive, Buena Park, CA 90621	100,000		25,000
C.H. Holladay, Jr., Tte U/W of Collis H. Holladay	1605 Monrovia Ave, Costa Mesa, CA 92627		50,000	
John Nolind	Pioneer Auto Body, 673 Stafford St, Oroville, CA 95965		40,000	
Raquel Nolind	Pioneer Auto Body, 673 Stafford St, Oroville, CA 95965		20,000	
Nolind Family Trust	Pioneer Auto Body, 673 Stafford St, Oroville, CA 95965		50,000	
C. Anthony Phillips, Trustee			25,000	
		22,000,000	8,500,000	2,500,000

B6E (Official Form 6E) (4/10)

In re US Bentonite, Inc.

Debtor

Case No. _____

(If known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

☒ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)

☐ **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re **US Bentonite, Inc.**

Case No. _____
(If known)

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCOUNT NO.									\$0.00

Sheet no. 1 of 1 continuation sheets attached to Schedule of Creditors Holding Priority Claims

Subtotals > (Totals of this page)	\$ 0.00	\$ 0.00	\$ 0.00
Total > (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)	\$ 0.00		
Total > (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)		\$ 0.00	\$ 0.00

B6F (Official Form 6F) (12/07)

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Abrasive Sales PO Box 70 Mills, WY 82644		Vendor - services/supplies				43.58
ACCOUNT NO.						
Acrodyne 12835 E Arapahoe Road, Tower II/#75 Englewood, CO 80112		Vendor - services/supplies				444.13
ACCOUNT NO.						
Adam J Mall 1309 S Melrose Street Casper, WY 82601-3932		Payroll/Wages				1,496.00
ACCOUNT NO.						
Adams ISC LLC 2131 Rand Road Rapid City, SD 57702		Vendor - services/supplies				900.71
ACCOUNT NO.						
Alstom Power, Inc Dept. CH 19352 Palatine, IL 60055-9352		Vendor - services/supplies				1,259.34

36 Continuation sheets attached

Subtotal >	\$	4,143.76
Total >	\$	

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Andrew T Larsen 780 North Grant Street Casper, WY 82601-1409		Payroll/Wages				1,592.89
ACCOUNT NO.						
Applied Industrial Technologies 22510 Network Place Chicago, IL 60673-1225		Vendor - services/supplies				2,108.36
ACCOUNT NO.						
Arlo B See 3900 Squaw Creek Road Casper, WY 82604		Payroll/Wages				2,692.31
ACCOUNT NO.						
Atlas Office Products Inc 215 N Lincoln Casper, WY 82601		Vendor - services/supplies				572.56
ACCOUNT NO.						
Atlas Reproduction PO Box 2901 casper, WY 82602		Vendor - services/supplies				393.75

36 Continuation sheets attached

Sheet no. 1 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >

\$ **7,359.87**

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Bailey Enterprises inc PO Box 1326 Riverton, WY 82501		Vendor - services/supplies				10.37
ACCOUNT NO.						
Bearlodge Forest Products Inc. PO Box 248 Hulett, WY 82720		Vendor - services/supplies				54,633.60
ACCOUNT NO.						
Betty J Meyers Survivor's Trust 11870 S Butte Road Sutter, CA 95982		Subordinated/Affiliate Note				25,000.00
ACCOUNT NO.						
Bierschbach Equipment & Supply PO Box 1444 Sioux Falls, SD 57101-1444		Vendor - services/supplies				1,989.12
ACCOUNT NO.						
Blakeman Propane PO box 45 Moorcroft, WY 82721		Vendor - services/supplies				5,189.49

36 Continuation sheets attached

Sheet no. 2 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >

\$ 86,822.58

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Bloedorn Lumber PO Box 265 Casper, WY 82602		Vendor - services/supplies				267.41
ACCOUNT NO.						
BNSF Railway Company PO Box 676160 Dallas, TX 75267-6160		Vendor - services/supplies				975.00
ACCOUNT NO.						
Brad Carlson 77 Zuber Road Riverton, WY 82501		Vendor - services/supplies				1,000.00
ACCOUNT NO.						
Bradon D Marken PO Box 994 Evansville, WY 82636		Payroll/Wages				747.65
ACCOUNT NO.						
Brian K Swan 1920 Cornwall Casper, WY 82609		Payroll/Wages				2,000.00

36 Continuation sheets attached

Sheet no. 3 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >

\$ **4,990.06**

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Brian Swan 1920 Cornwall Casper, WY 82609		Employee expense report				30.00
ACCOUNT NO.						
Brown Drew & Massey 159 N Wolcott, #200 Casper, WY 82601		Vendor - services/supplies				1,530.00
ACCOUNT NO.						
C. Anthony Phillips Trust 909 E Green Street Pasadena, CA 91106		Subordinated/Affiliate Note				100,000.00
ACCOUNT NO.						
Capital Premium Financing Inc PO Box 660899 Dallas, TX 75266-0899		Vendor - services/supplies				15,959.23
ACCOUNT NO.						
Carlson Equipment Co., Inc. 77 Zuber Road Riverton, WY 82501		Vendor - services/supplies				800.00

36 Continuation sheets attached

Sheet no. 4 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >

\$ 118,319.23

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Casper Winair PO Box 2591 Casper, WY 82602		Vendor - services/supplies				273.80
ACCOUNT NO.						
Casper Winco Supply Co. PO Box 2140 Casper, WY 82602		Vendor - services/supplies				522.35
ACCOUNT NO.						
Ceenan A Emerson 921 East 23rd Street, #2 Casper, WY 82601-5671		Payroll/Wages				1,114.05
ACCOUNT NO.						
Central Mine Equipment Company7 4215 Rider Trail North Earth City, MO 63451-1106		Vendor - services/supplies				387.71
ACCOUNT NO.						
Century Link PO Box 29040 Phoenix, AZ 85038		Vendor - services/supplies				270.68

36 Continuation sheets attached

Sheet no. 5 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >

\$ 2,568.59

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Chad D Erickson 2510 Knollwood Casper, WY 82604		Payroll/Wages				1,564.00
ACCOUNT NO.						
Chris Harris 2531 Farmun Street Casper, WY 82609		Payroll/Wages				3,640.02
ACCOUNT NO.						
Clara R. Transtham Chestnut Living Trust 350 Riverview Oroville, CA 95966		Subordinated/Affiliate Note				100,000.00
ACCOUNT NO.						
Clara R. Transtham Chestnut Living Trust 350 Riverview Oroville, CA 95966		Subordinated/Affiliate Note				100,000.00
ACCOUNT NO.						
Cliff's Crane & Equipment Repair PO Box 1206 Mills, WY 82644		Vendor - services/supplies				460.16

36 Continuation sheets attached

Sheet no. 6 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >

\$ 205,664.18

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Codale Electric Supply, Inc. PO Box 25777 SLC, UT 84125-0777		Vendor - services/supplies				2,418.92
ACCOUNT NO.						
Connie R. Kennerknecht 1892 N Yellow Creek Casper, WY 82604		Payroll/Wages				2,500.00
ACCOUNT NO.						
Consolidated Electric Distributors, Inc. PO Box 9599 Denver, CO 80209		Vendor - services/supplies				53.00
ACCOUNT NO.						
Contractor's Supply 664 Circle Drive Casper, WY 82601		Vendor - services/supplies				537.31
ACCOUNT NO.						
Cool-it Refrideration 1620 Burlington Ave., #3 Casper, WY 82601		Vendor - services/supplies				212.50

36 Continuation sheets attached

Sheet no. 7 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >	\$	5,721.73
Total >	\$	

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Crum Electric 1165 English Ave Casper, WY 82601		Vendor - services/supplies				369.91
ACCOUNT NO.						
Crystal M Marsh 2953 Central Drive, #103 Casper, WY 82604		Payroll/Wages				1,398.25
ACCOUNT NO. 15479						
Culligan of Casper PO Box 51770 Casper, WY 82605		Vendor - services/supplies				68.00
ACCOUNT NO.						
Dale Williams Leasco 1918 Greenback lane Orangevale, CA 95667		Subordinated/Affiliate Note				1,590,278.00
ACCOUNT NO.						
Dan Marks 2901 W 234th Street Torrance, CA 90505		Subordinated/Affiliate Note				108,035.00

36 Continuation sheets attached

Sheet no. 8 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >

\$ **1,700,149.16**

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Dan Robinett Trucking PO Box 55 Powder River, WY 82648		Vendor - services/supplies				21,802.44
ACCOUNT NO.						
Daniel C Hemmer 10007 Landmark Lane Casper, WY 82601		Payroll/Wages				1,390.13
ACCOUNT NO.						
Daniel J. Uptain 10007 Landmark Drive Casper, WY 82604		Payroll/Wages				1,523.62
ACCOUNT NO.						
Darlene Seiloff 1415 Holly Street Casper, WY 82604		Payroll/Wages				1,461.54
ACCOUNT NO.						
Darlene Seiloff 1415 Holly Street Casper, WY 82604		Employee Expense Report				90.00

36 Continuation sheets attached

Sheet no. 9 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >

\$ **26,267.73**

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
David Kinghorn 3901 Squaw Creek Road Casper, WY 82604		Payroll/Wages				4,230.77
ACCOUNT NO.						
David L Logan 895 Odell Place Casper, WY 82609-2848		Payroll/Wages				1,245.53
ACCOUNT NO.						
David S Caton PO Box 28 Mills, WY 82644		Payroll/Wages				1,075.75
ACCOUNT NO.						
DHL Express, USA 16590 Collections Center Drive Chicago, IL 60693		Vendor - services/supplies				149.76
ACCOUNT NO.						
Diamond Vogel 1700 West 1st Street Casper, WY 82604		Vendor - services/supplies				389.21

36 Continuation sheets attached

Sheet no. 10 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >

\$ 7,091.02

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
DK Hauling Inc. 650 Antler Drive Casper, WY 82601		Vendor - services/supplies				835.65
ACCOUNT NO.						
Don Schulthess 46 Langdon Road Buffalo, WY 82834		Payroll/Wages				2,615.38
ACCOUNT NO.						
Donald Palmer Co., Inc. PO Box 15062 New Orleans, LA 70175		Vendor - services/supplies				16,720.00
ACCOUNT NO.						
DPC 4121 Brighton Blvd, #A-23 Denver, CO 80216		Vendor - services/supplies				17,936.14
ACCOUNT NO.						
Drug Testing Services Natrona County 1988 East 1st Street Casper, WY 82601		Vendor - services/supplies				60.00

36 Continuation sheets attached

Sheet no. 11 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >

\$ **38,167.17**

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Duane Morris LLP 30 South 17th Street Philadelphia, PA 19103-4196		Vendor - services/supplies				1,548.00
ACCOUNT NO.						
Edward D Rogers 3910 Squaw Creek Road Casper, WY 82604		Payroll/Wages				1,125.00
ACCOUNT NO.						
Elijah T Gilmore 1126 1/2 Burlington Ave Casper, WY 82601		Payroll/Wages				1,406.00
ACCOUNT NO.						
Eric L Karlinsey 1843 East A Street Casper, WY 82601		Payroll/Wages				1,312.97
ACCOUNT NO.						
ESCO Supply 14785 Collections Center Drive Chicago, IL 60693		Vendor - services/supplies				1,571.85

36 Continuation sheets attached

Sheet no. 12 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >

\$ **6,963.82**

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Exopack File # 56839 Los Angeles, CA 90074-6839		Vendor - services/supplies				90,097.22
ACCOUNT NO.						
Fastenal Company PO Box 1286 Winona, MN 55987-1286		Vendor - services/supplies				256.72
ACCOUNT NO.						
FedEx PO Box 94515 Palatine, IL 60094-4515		Vendor - services/supplies				225.52
ACCOUNT NO.						
Ferguson Enterprises, Inc. 3327 West Yellowstone Hwy Mills, WY 82644		Vendor - services/supplies				117.71
ACCOUNT NO. 4815						
First Interstate Bank PO Box 31021 Tampa, FL 33631		Vendor - services/supplies				234.40

36 Continuation sheets attached

Sheet no. 13 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >

\$ **90,931.57**

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. 0011 First Interstate Bank PO Box 31021 Tampa, FL 33631		Vendor - services/supplies				215.99
ACCOUNT NO. 4807 First Interstate Bank PO Box 31021 Tampa, FL 33631		Vendor - services/supplies				1,936.98
ACCOUNT NO. 4823 First Interstate Bank PO Box 31021 Tampa, FL 33631		Vendor - services/supplies				2,811.17
ACCOUNT NO. First Interstate Bank Escrow Escrow Dept 101 East Front Street Missoula, MT 59802		Landowner payments				19,300.00
ACCOUNT NO. FleetPride PO Box 847118 Dallas, TX 75284-7118		Vendor - services/supplies				351.54

36 Continuation sheets attached

Sheet no. 14 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >

\$ **24,615.68**

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Foreman's Quality Machine Shop PO Box 387 Mills, WY 82644		Vendor - services/supplies				2,654.39
ACCOUNT NO.						
Frank Miller Living Trust 72875 Fred Waring Drive, #B Palm Desert, CA 92260		Subordinated/Affiliate Note				100,000.00
ACCOUNT NO.						
George Lengrand 152 North Durbin Street, #120 Casper, WY 82601		Payroll/Wages				2,500.00
ACCOUNT NO.						
Geotec Industrial Supply PO Box 130 Mills, WY 82644		Vendor - services/supplies				2,441.25
ACCOUNT NO.						
Gerald Yann 114 N Pennsylvania Casper, WY 82609-1721		Payroll/Wages				1,389.75

36 Continuation sheets attached

Sheet no. 15 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >

\$ 108,985.39

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Glen T. Daniels 1818 Fetterman Ave Casper, WY 82604		Payroll/Wages				1,680.00
ACCOUNT NO.						
Global Minerals LLC Attn Beeze 535 Magnolia Woods Ave Baton Rouge, LA 70808		Vendor - services/supplies				5,000.00
ACCOUNT NO. Dept. 876403874						
Grainger PO Box 419267 Kansas City, MO 64141-6267		Vendor - services/supplies				295.52
ACCOUNT NO.						
Green Dirt Mining & Hauling, LLC PO Box 370 Casper, WY 82602		Vendor - services/supplies				30,988.51
ACCOUNT NO.						
Greenline Equipment PO Box 50690 Casper, WY 82605		Vendor - services/supplies				69.86

36 Continuation sheets attached

Sheet no. 16 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >

\$ 38,033.89

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Guardian PO Box 677458 Dallas, TX 75267-7458		Vendor - services/supplies				614.18
ACCOUNT NO.						
Hansen Qwik Lube PO Box 1558 Mills, WY 82644		Vendor - services/supplies				482.94
ACCOUNT NO.						
Haver Services LLC 460 Gees Mill Business Court Conyers, GA 30013		Vendor - services/supplies				3,122.96
ACCOUNT NO.						
Heather A Weidle 1020 1/2 S Chestnut Casper, WY 82604		Payroll/Wages				1,260.00
ACCOUNT NO.						
Hickey & Evans LLP PO Box 467 Cheyenne, WY 82003-0467		Vendor - services/supplies				8,517.63

36 Continuation sheets attached

Sheet no. 17 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >	\$	13,997.71
Total >	\$	

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Hicks Contracting LLC 4341 Sunrise Dirve Casper, WY 82644		Vendor - services/supplies				3,995.79
ACCOUNT NO.						
High Plains Power, Inc. PO Box 713 Riverton, WY 82501		Vendor - services/supplies				78.32
ACCOUNT NO.						
Hillcrest Spring Water 2210 N Plaza Drive Rapid City SD 57702		Vendor - services/supplies				642.00
ACCOUNT NO.						
Holly A Gauger 9680 Osage Road Casper, WY 82601		Payroll/Wages				1,379.27
ACCOUNT NO.						
Homax Oil Sales 605 South Poplar Casper, WY 82601		Vendor - services/supplies				27,443.77

36 Continuation sheets attached

Sheet no. 18 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >

\$ 33,539.15

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Hose & Rubber Supply Inc 240 Nichols Ave Casper, WY 82601		Vendor - services/supplies				619.87
ACCOUNT NO.						
Howard Supply Company 4100 International Plaza, #850 Fort Worth, TX 76109		Vendor - services/supplies				375.65
ACCOUNT NO.						
HUB International Insurances Services HCC Surety Goup PO box 4312 Riverside, CA 91365-4312		Vendor - services/supplies				786.00
ACCOUNT NO.						
Hychem Inc PO Box 930187 Atlanta, GA 31193-0187		Vendor - services/supplies				26,500.00
ACCOUNT NO.						
Inberg-Miller Engineers 124 East Main Street Riverton, WY 82501		Vendor - services/supplies				1,334.56

36 Continuation sheets attached

Sheet no. 19 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >

\$ **29,616.08**

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re **US Bentonite, Inc.**
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
J K C Engineering 5830 East 2nd Street Casper, WY 82609		Vendor - services/supplies				1,955.00
ACCOUNT NO.						
Jack Anderson 895 Dove Street, 3rd Floor Newport Coast, CA 92660		Vendor - services/supplies				2,506.05
ACCOUNT NO.						
Jack Anderson 3 Terraza Newport Coast, CA 92657		Subordinated/Affiliate Note				93,500.00
ACCOUNT NO.						
Jack L. Underwood PO Box 9 Penn Valley, CA 95946		Subordinated/Affiliate Note				20,000.00
ACCOUNT NO.						
Jack's Truck and Equipment PO Box 1628 Gillette, WY 82717		Vendor - services/supplies				68.39

36 Continuation sheets attached

Sheet no. 20 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >

\$ **118,029.44**

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Jacob A Rosenbaum 15285 Bucknum Road Casper, WY 82604-9433		Payroll/Wages				1,369.77
ACCOUNT NO. James D Gardner PO Box 162 Evansville, WY 82636-0162		Payroll/Wages				1,311.60
ACCOUNT NO. James V.D. Quereau Jr 59 Annwood Lane Wayne, PA 19087		Subordinated/Affiliate Note				100,000.00
ACCOUNT NO. James Van Dyke Quereau Jr 59 Annwood Lane Wayne, PA 19087		Subordinated/Affiliate Note				50,000.00
ACCOUNT NO. Jessica Trost 6636 King Salmon Drive Casper, WY 82604-5465		Payroll/Wages				1,099.00

36 Continuation sheets attached

Sheet no. 21 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >

\$ 153,780.37

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Joe Hatch 1711 Laramie Ave Casper, WY 82604		Operations				34.52
ACCOUNT NO.						
Joe J Rogi Jr 1578 S Ash Street Casper, WY 82601-4220		Payroll/Wages				1,637.55
ACCOUNT NO.						
John A Affleck 7814 Ardmore Ave Wyndmoor, PA 19038		Subordinated/Affiliate Note				250,000.00
ACCOUNT NO.						
Jon F Wing PO Box 63 Powder River, WY 82648		Service use fee				755.36
ACCOUNT NO.						
Joseph L Hatch 1711 Laramie Ave Casper, WY 82604		Payroll/Wages				2,500.00

36 Continuation sheets attached

Sheet no. 22 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >

\$ 254,927.43

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
K C Properties, LLC PO Box 1595 Casper, WY 82602		Vendor - services/supplies				3,540.83
ACCOUNT NO.						
Kassidy E Graves 27 Stone Road Riverton, WY 82501		Payroll/Wages				1,345.35
ACCOUNT NO.						
Katherine French 22 Lake shore Irvine, CA 92604		Subordinated/Affiliate Note				286,431.00
ACCOUNT NO.						
Kenneth R LaPlant PO Box 1003 Mills, WY 82644		Payroll/Wages				1,384.56
ACCOUNT NO.						
Key Benefit Administrators PO Box 20430 Indianapolis, IN 46220		Vendor - services/supplies				30,642.74

36 Continuation sheets attached

Sheet no. 23 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >

\$ **323,344.48**

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Kruse Farms 1200 South Main, #1400 Grapevine, TX 76051		Service use fee				977.04
ACCOUNT NO.						
Larry Jones & Michelle Ziskind 466 N Highland Ave Merion Station, PA 19066		Subordinated/Affiliate Note				50,000.00
ACCOUNT NO.						
Lift Pro Equipment Co. Inc. PO Box 1482 Sioux Falls, SD 57101		Vendor - services/supplies				35.20
ACCOUNT NO.						
Lock n Pop 39906 Treasury Center Chicago, IL 60694		Vendor - services/supplies				4,151.21
ACCOUNT NO.						
Loius Rotar Jr 395 Dunstone Drive Oroville, CA 95966		Subordinated/Affiliate Note				3,900.00

36 Continuation sheets attached

Sheet no. 24 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal > \$ **59,063.45**

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Lubrication Engineers Inc 300 Bailey Ave Fort Worth, TX 76107		Vendor - services/supplies				142.22
ACCOUNT NO.						
Lynn E Poppell 10007 Landmark Drive Casper, WY 82604		Payroll/Wages				1,569.75
ACCOUNT NO.						
Margaret Strohecker 1046 Surry Court Casper, WY 82609		Service use fee				6,684.33
ACCOUNT NO.						
McGee, Hearne & Paiz, LLP PO Box 1088 Cheyenne, WY 82003-1088		Vendor - services/supplies				8,500.00
ACCOUNT NO.						
Mel's Water Service PO Box 37 Lysite, WY 82642		Vendor - services/supplies				1,161.76

36 Continuation sheets attached

Sheet no. 25 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >	\$ 18,058.06
Total >	\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Mills Livestock 14500 Poison Spider road Casper, WY 82604		Service use fee				16,343.74
ACCOUNT NO.						
Mine Safety & Health Adminstration US Department of Treasury PO Box 790390 St Louis, MO 63179-0390		Vendor - services/supplies				492.00
ACCOUNT NO.						
Mitchell A Druse 6020 South Oak Street Casper, WY 82601		Payroll/Wages				15.00
ACCOUNT NO.						
Modern Electric Company PO Box 2107 Casper, WY 82602		Vendor - services/supplies				133,301.00
ACCOUNT NO.						
Motion Industries PO Box 504606 St. Louis, MO 63150		Vendor - services/supplies				8,653.65

36 Continuation sheets attached

Sheet no. 26 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >

\$ 158,805.39

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Myron Durtsche 11079 State Hwy 789 Riverton, WY 82501-8808		Vendor - services/supplies				855.31
ACCOUNT NO.						
Myron R Durtsche 11079 Hwy 789 Riverton, WY 82501		Payroll/Wages				4,424.87
ACCOUNT NO.						
Napa Auto Parts PO Box 2727 Casper, WY 82602		Vendor - services/supplies				587.84
ACCOUNT NO.						
Natrona County Treasurer PO Box 190 Casper, WY 82602		Vendor - services/supplies				504.36
ACCOUNT NO.						
Norco, Inc. PO Box 15299 Boise, ID 83715		Vendor - services/supplies				2,116.10

36 Continuation sheets attached

Sheet no. 27 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >

\$ **8,488.48**

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
North Platte Archaeological Services 940 South Center Street Casper, WY 82601		Vendor - services/supplies				3,205.00
ACCOUNT NO.						
Northern Safety Co., Inc. PO Box 4250 Utica, NY 13504-4250		Vendor - services/supplies				420.48
ACCOUNT NO.						
Northwest Scientific Inc. 725 Lohwest Lane Billings, MT 59106		Vendor - services/supplies				169.82
ACCOUNT NO.						
PAB Good Trucking LLC 3796 Lane 32 1/2 Greybull, WY 82426		Vendor - services/supplies				208,420.31
ACCOUNT NO.						
Pacific Steele & Recycling PO Box 160 Mills, WY 82644		Vendor - services/supplies				677.16

36 Continuation sheets attached

Sheet no. 28 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >

\$ 212,892.77

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re **US Bentonite, Inc.**
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Patrick S Noland 1926 Garden Creek Road Casper, WY 82601		Payroll/Wages				3,076.92
ACCOUNT NO.						
Phase I Construction PO Box 1568 Mills, WY 82644		Vendor - services/supplies				9,650.00
ACCOUNT NO.						
Philadelphia Brokerage Corp 2 Radnor Corporate Center 100 Matsonford Road, #111 Radnor, PA 19087		Vendor - services/supplies				10,000.00
ACCOUNT NO.						
Power Equipment Company 3251 MJB Road Casper, WY 82601		Vendor - services/supplies				7,185.65
ACCOUNT NO.						
Quality Office Solutions, Inc. 341 East E Street Casper, WY 82601		Vendor - services/supplies				179.29

36 Continuation sheets attached

Sheet no. 29 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >

\$ **30,091.86**

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
R & C Welding and Fabrication 880 East Country Club Road Gering, NE 69341		Vendor - services/supplies				54,092.00
ACCOUNT NO.						
R & R Rest Stops of Casper 1835 Skyview Drive Casper, WY 82601		Vendor - services/supplies				359.50
ACCOUNT NO.						
Randy W Staberg PO Box 52 Powder River, WY 82648		Payroll/Wages				3,230.77
ACCOUNT NO.						
Reggie Kinghorn 3901 Squaw Creek road Casper, WY 82604		Payroll/Wages				2,115.38
ACCOUNT NO.						
Rhonda Larson 3978 Richland Street Springfield, OR 97478		Subordinated/Affiliate Note				100,000.00

36 Continuation sheets attached

Sheet no. 30 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >

\$ 159,797.65

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Robert A Nolind 1439 W Chapman, #177 Orange, CA 92868		Subordinated/Affiliate Note				317,139.00
ACCOUNT NO.						
Robert D Dettloff 1137 South Willow Street Casper, WY 82604-2804		Payroll/Wages				1,440.00
ACCOUNT NO.						
Robert E Kinder PO Box 1716 Evansville, WY 82636		Payroll/Wages				1,720.00
ACCOUNT NO.						
Shuttle Wagon Mobile Railcare Movers 4116 Doctor Greaves Road Grandview, MO 64030-1138		Vendor - services/supplies				206.18
ACCOUNT NO.						
Stacy Whiting 1636 S Spruce Street Casper, WY 82601		Payroll/Wages				1,641.54

36 Continuation sheets attached

Sheet no. 31 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal > \$ **322,146.72**

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Stephen E. Whiting 1636 S Spruce Street Casper, WY 82601		Payroll/Wages				2,692.31
ACCOUNT NO.						
Sterling Trust FBO John Nolind 29 Town View Drive Oroville, PA 95966		Subordinated/Affiliate Note				100,000.00
ACCOUNT NO.						
Sterling Trust FBO Raquel Nolind 251 Lodge View Oroville, CA 95966		Subordinated/Affiliate Note				85,000.00
ACCOUNT NO.						
Tharco Containers PO Box 844169 Dallas, TX 75284-4169		Vendor - services/supplies				5,004.42
ACCOUNT NO.						
Tim J Seifert 3570 Indian Scout Drive Casper, WY 82601		Payroll/Wages				2,400.00

36 Continuation sheets attached

Sheet no. 32 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >

\$ 195,096.73

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Tire Distribution Systems (GCR/TDS) PO Box 910530 Denver, CO 80291-0530		Vendor - services/supplies				275.93
ACCOUNT NO.						
Todd Druse 6020 South Oak Street Casper, WY 82601		Payroll/Wages				4,230.77
ACCOUNT NO.						
Todd Seslar 22905 Arminto Road Arminto, WY 82630-9004		Payroll/Wages				1,107.00
ACCOUNT NO.						
Tracy L. Glidewell PO Box 1716 Evansville, WY 82636		Payroll/Wages				1,339.60
ACCOUNT NO.						
Tri-State Generation & Transmission 1100 Wst 116th Ave Westminster, CP 80234		Vendor - Services/Supplies				unknown

36 Continuation sheets attached

Sheet no. 33 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >

\$ **6,953.30**

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Troy J. Trujillo 183 Dahlia Casper, WY 82904		Payroll/Wages				1,494.00
ACCOUNT NO.						
UE Compression PO Box 31596 Dallas, TX 75373-1596		Vendor - services/supplies				600.06
ACCOUNT NO.						
Uline Shipping Supply Specialist 2200 S Lakeside Drive Waukegan, IL 60085		Vendor - services/supplies				130.60
ACCOUNT NO.						
UNUM Life Insurance Company PO Box 409548 Atlanta, GA 30384-9548		Vendor - services/supplies				689.57
ACCOUNT NO.						
Volvo Construction Equipment Rents Inc PO Box 35 Casper, WY 82602		Vendor - services/supplies				630.64

36 Continuation sheets attached

Sheet no. 34 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >

\$ **3,544.87**

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Webster Delcambre PO Box 1319 Broussard, LA 70518		Vendor - services/supplies				2,025.00
ACCOUNT NO.						
Western Area Power Admin. PO Box 281213 Lakewood, CO 80228-8213		Vendor - Services/Supplies				unknown
ACCOUNT NO.						
Wex Bank PO Box 6293 Carol Stream, IL 60197-6293		Vendor - services/supplies				130.03
ACCOUNT NO.						
William C. Scott 12612 Promontory Road Los Angeles, CA 90049		Vendor - services/supplies				1,589.31
ACCOUNT NO.						
William L Gauger 9680 Osage Road Casper, WY 82601		Payroll/Wages				1,292.00

36 Continuation sheets attached

Sheet no. 35 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >

\$ **5,036.34**

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Wilson Supply PO Box 200822 Dallas, TX 75320-0822		Vendor - services/supplies				28.62
ACCOUNT NO.						
Wm. & Jacqueline McCormick, Jr. 958 Netherwood Drive Blue Bell, PA 19422		Subordinated/Affiliate Note				100,000.00
ACCOUNT NO.						
Wyoming Dept. of Environmental Quality 122 West 25th Street Cheyenne WY 82002		Vendor - services/supplies				900.00
ACCOUNT NO.						
Wyoming Machinery Co PO Box 2335 Casper, WY 82602		Vendor - services/supplies				61.10
ACCOUNT NO.						
Wyoming Steele & Recycling PO Box 159 Mills, Wy 82644		Vendor - services/supplies				625.24

36 Continuation sheets attached

Sheet no. 36 of 36 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >

\$ 101,614.96

Total >

\$ 4,685,620.67

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

In re: US Bentonite, Inc. Debtor Case No. _____ (If known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

☐ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST, STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
BNSF Railway Company PO Box 676160 Dallas, TX 75267-6160	Storage Lease Agreement for storage at Arminto location
Dan Robinett Trucking Inc PO Box 55 Powder River, WY 82648	Hauling Agreement
Green Dirt Mining & Hauling, LLC PO Box 370 Casper, WY 82602	Various Mining Agreements
K C Properties, LLC PO Box 1595 Casper, WY 82602	Commercial Lease Agreement for office space at 152 North Durbin Street, Casper, Wyoming
Myron Durtsche 11079 State Hwy 789 Riverton, WY 82501	Employment Agreement
Pab Good Trucking 3796 Lane 32 1/2 Greybull, WY 82426	Various Mining Agreements
State of Wyoming Board of Land Commissioners 122 West 25th 3W Cheyenne, WY 82002	Bentonite Strip-Mining Lease for 320.00 W2 Sec 36, Township 33N, Range 82W, 6th p.m.
Webster Delcambre 3901 Squaw Creek Road Casper, WY 82604	Consulting Services Contract

B6H (Official Form 6H) (12/07)

In re: **US Bentonite, Inc.**

Debtor

Case No. _____

(If known)

SCHEDULE H - CODEBTORS☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Dale Williams LEASCO 1918 Greenback Lane Orangeville, CA 95667 Holladay Family Trust,dated 1/17/03 1605 Monrovia Ave Costa Mesa, CA 92627 Robert A. Nolind (personal) Pioneer Auto Body 673 Stafford Street Oroville, CA 95965 Rock Springs Mineral Processing 152 N Durbin Street Casper, WY 82601 Rock Springs Mineral Processing (NV) 6121 Lakeside, #260 Reno, NV 89511 Rock Springs Properties, Inc. 152 N Durbin Street Casper, WY 82601	First Interstate Bank 104 S Wolcott Street Casper, WY 82601

B6 Summary (Official Form 6 - Summary) (12/07)

**United States Bankruptcy Court
District of Wyoming**

In re **US Bentonite, Inc.**,
Debtor

Case No. _____

Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	YES	1	\$ 0.00		
B - Personal Property	YES	3	\$ 32,639,851.62		
C - Property Claimed as Exempt	NO				
D - Creditors Holding Secured Claims	YES	1		\$ 41,491,859.60	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	2		\$ 0.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES	37		\$ 4,685,620.67	
G - Executory Contracts and Unexpired Leases	YES	1			
H - Codebtors	YES	1			
I - Current Income of Individual Debtor(s)	NO	0			\$
J - Current Expenditures of Individual Debtor(s)	NO	0			\$
TOTAL		46	\$ 32,639,851.62	\$ 46,177,480.27	

**United States Bankruptcy Court
District of Wyoming**

In re **US Bentonite, Inc.**

Debtor

Case No. _____

Chapter **11**

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	\$ 0.00
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	\$ 0.00
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	\$ 0.00
Student Loan Obligations (from Schedule F)	\$ 0.00
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E.	\$ 0.00
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	\$ 0.00
TOTAL	\$ 0.00

State the following:

Average Income (from Schedule I, Line 16)	\$ 0.00
Average Expenses (from Schedule J, Line 18)	\$ 0.00
Current Monthly Income (from Form 22A Line 12; OR , Form 22B Line 11; OR , Form 22C Line 20)	\$ 0.00

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		\$ 0.00
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column.	\$ 0.00	
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		\$ 0.00
4. Total from Schedule F		\$ 4,685,620.67
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		\$ 4,685,620.67

B6 Declaration (Official Form 6 - Declaration) (12/07)

In re US Bentonite, Inc.
Debtor

Case No. _____
(If known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I **Todd Druse**, the **CFO** of the **Corporation** named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **47** sheets (*Total shown on summary page plus 1*), and that they are true and correct to the best of my knowledge, information, and belief.

Date 4/5/2013

Signature: s/ Todd Druse

Todd Druse CFO

[Print or type name of individual signing on behalf of debtor.]

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

**United States Bankruptcy Court
District of Wyoming**In re: **US Bentonite, Inc.**

Case No.

List of Equity Security Holders

REGISTERED NAME OF HOLDER OF SECURITY LAST KNOWN ADDRESS OR PLACE OF BUSINESS	CLASS OF SECURITY	NUMBER REGISTERED	KIND OF INTEREST REGISTERED
Rock Springs Mineral Processing (A Nevada Corporation) 6121 Lakeside, #260 Reno, NV 89511			

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, **Todd Druse, CFO** of the Corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date: 4/5/2013s/ Todd Druse**Todd Druse, CFO, US Bentonite, Inc.**
Debtor

B7 (Official Form 7) (4/10)

UNITED STATES BANKRUPTCY COURT
District of Wyoming

In re: **US Bentonite, Inc.**

Debtor

Case No. _____

(If known)

STATEMENT OF FINANCIAL AFFAIRS

1. Income from employment or operation of business

None ☐ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE	FISCAL YEAR PERIOD
1,311,843.00	2012 Income	2012
4,870,963.00	2013 YTD Income	2013

2. Income other than from employment or operation of business

None ☒ State the amount of income received by the debtor other than from employment, trade, profession, operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE	FISCAL YEAR PERIOD
--------	--------	--------------------

3. Payments to creditors

Complete a. or b., as appropriate, and c.

None ☒ a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None ☐ b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
------------------------------	------------------------------	-----------------------------------	--------------------

See Attachment D

**Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

None ☒ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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4. Suits and administrative proceedings, executions, garnishments and attachments

None ☒ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATIO	STATUS OR DISPOSITION
---------------------------------	----------------------	-----------------------------	-----------------------

None ☒ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
--	-----------------	-----------------------------------

5. Repossessions, foreclosures and returns

None ☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
--	--	-----------------------------------

SOFA 3b -90 day payments exceeding \$5,850

Transaction	Date	Amount	Amount Still Owing
Adecco Employment Services	90 days	\$ 9,750.00	\$ -
Bearlodge Forest Products, Inc.	90 days	\$ 75,675.60	\$ 54,633.60
Bureau of Land Management	90 days	\$ 52,780.00	\$ -
Capital Premium Financing, Inc.	90 days	\$ 31,918.46	\$ 15,959.23
Carlson Equipment Co., Inc.	90 days	\$ 13,469.76	\$ 800.00
Dan Robinett Trucking	90 days	\$ 25,472.70	\$ 21,802.44
Donald Palmer Co. Inc.	90 days	\$ 16,552.80	\$ -
Duane Morris LLP	90 days	\$ 47,760.09	\$ 1,548.00
Exopack	90 days	\$ 85,575.23	\$ 90,097.22
First Interstate Bank - Escrow for Pool Pmts	90 days	\$ 15,908.58	\$ 5,385,339.83
Green Dirt Mining & Hauling, LLC	90 days	\$ 107,611.98	\$ 25,777.15
Herbst Lazy TY Ranch, LP	90 days	\$ 7,754.56	\$ -
Hickey & Evans, LLP	90 days	\$ 19,733.13	\$ 8,517.63
High Plains Power, Inc.	90 days	\$ 124,714.72	\$ 78.32
Homax Oil Sales	90 days	\$ 14,466.22	\$ 23,944.96
Hychem, Inc.	90 days	\$ 10,600.00	\$ 26,500.00
Jon F Wing	90 days	\$ 10,845.75	
Key Benefit Administrators	90 days	\$ 109,507.63	\$ 30,642.74
Komatsu Equipment	90 days	\$ 6,620.00	\$ 15,000.00
Malloy	90 days	\$ 8,600.07	\$ -
Mills Livestock	90 days	\$ 9,786.67	\$ -
Modern Electric Company	90 days	\$ 100,000.00	\$ 133,301.00
PAB Good Trucking, LLC	90 days	\$ 250,120.01	\$ 159,098.37
Phase I Construction	90 days	\$ 9,650.00	\$ 9,650.00
Philadelphia Brokerage Corporation	90 days	\$ 40,000.00	\$ 10,000.00
Plattco Corporation	90 days	\$ 19,743.11	\$ -
Ram Insulation	90 days	\$ 20,000.00	\$ -
RJ Corman Derailment Services, LLC	90 days	\$ 5,890.00	\$ -
Rory Shogren Agency	90 days	\$ 24,869.00	\$ -
Shuttle Wagon Mobile Railcar Movers	90 days	\$ 161,000.00	\$ 206.18
SMI Consulting Services	90 days	\$ 21,000.00	\$ -
Wyoming Department of Revenue	90 days	\$ 16,278.57	\$ -

6. Assignments and receiverships

- None ☒ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
---------------------------------	-----------------------	---

- None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND ADDRESS OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

- None ☐ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
Barb Wire Rodeo Committee Shoshoni, Wyoming	none	08/16/2012	Monetary donation \$250.00
Casper Amateur Hockey Club PO Box 2562 Casper, WY 82602	none	12/28/2012	Monetary donation \$1000.00

8. Losses

- None ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Winship & Winship PC PO Box 548 Casper, WY 82602	3/12/13	Attorney fees \$22,012.50 Filing fee \$1,213.00
Winship & Winship, PC PO Box 548 Casper, WY 82602	3/13/13	Pre-petition Attorney fees \$2,838.50

10. Other transfers

None ☐ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
Central Wyoming Livestock 1293 US Hwy 87 Glenrock, WY 82637 none	04/11/2012	1995 GMC 1-ton Utility Bed (#108) VIN#1GDHK34N4SE540571 \$550.00
Central Wyoming Livestock 1293 US Hwy 87 Glenrock, WY 82637 none	04/11/2012	1999 Ford F450 Flatbed (#107) VIN# 1FDXF46F7XEA10355 \$1000.00
Central Wyoming Livestock 1293 US Hwy 87 Glenrock, WY 82637 none	04/11/2012	Marklift 42 Manlift (#302) \$650.00
Central Wyoming Livestock 1293 US Hwy 87 Glenrock, WY 82637 None	04/11/2012	Marklift 65 Manlift (# 301) \$1150.00
Central Wyoming Livestock 1293 US Hwy 87 Glenrock, WY 82637 none	04/11/2012	1984 Welding Trailer (#206) S/N CA382261 & Hobart Welder (#409) S/N 6020B-1 \$500.00
Joe Hatch 1711 Laramie Ave Casper, WY 82604 none	07/27/2011	1993 Chevrolet 1/2-ton Truck (#110) VIN#1GCEK14K7PZ197949 \$500.00

None ☒ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR INTEREST IN PROPERTY
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11. Closed financial accounts

None ☒ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITOR	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

None ☒ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

None ☒ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

None ☒ If debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

None ☒ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

None ☐ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
Bucknum Plant 12050 Bucknum road Casper, WY 82604	Wyoming Department of Environment Quality, Land Quality Division Cheyenne, Wyoming		Air Quality Permit

None ☒ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW

None ☒ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION

18. Nature, location and name of business

None ☒ a. If the debtor is an individual, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within the **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within the **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within the **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the business, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within the **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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None ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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19. Books, records and financial statements

None ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Steve Hankins PO Box 10042 Fayetteville, AR 72703	4/2011-12/2012
Todd Druse 6050 S Oak Street Casper, WY 82601	8/2011-present

None ☐ b. List all firms or individuals who within **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
Erwin & Co. 6311 Ranch Drive Little Rock, AR 72223		4/2011-6/2012

None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
US Bentonite Processing	152 N Durbin Street Casper, WY 82601

None ☒ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
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20. Inventories

None
☐

a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)	
12/01/2012	Dave Kinghorn	2,060,078.04	Monthly Balance Sheet
01/01/2013	Dave Kinghorn	2,110,157.09	Monthly balance sheet

None
☐

b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
12/01/2012	Dave Kinghorn 152 North Durbin Casper, WY 82601
01/01/2013	Dave Kinghorn 152 N Durbin Street Casper, WY 82601

21. Current Partners, Officers, Directors and Shareholders

None
☒

a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Bob Fisk 2 Radnor Corporate Center, #111 Radnor, PA 19087	Director	common 0%
Buddy Blass II 16 W Palisades Drive Little Rock, AR 72207	Director	common 0%
Dave Kinghorn 12050 Burcknum Road Casper, WY 82604	COO	common 0%
Gus Blass III 212 Center Street, #800 Little Rock, AR 72201	Director	common 0%
Jack Anderson 895 Dove Street, 3rd Floor Newport Coast, CA 92660	VP Sales	common 0%
Myron Durtsche 11079 Hwy 789 Riverton, WY 82501	VP Exploration	Common 1,000,000
Phil Rafferty 8400 Kass Drive Buena Parl, CA 90621	Director	common 0%
Todd Druse 12050 Bucknum Road Casper, WY 82604	CFO	common 0%
Tucker Anderson 369 Lexington Ave, #305 NY, NY 10017	Director	common 0%
William Scott 12612 Promontory Road Los Angeles, CA 90049	Chairman/President	common 0%

22. Former partners, officers, directors and shareholders

None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None ☐ b. If the debtor is a corporation, list all officers or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
Les Baledge 668 N Sequoyah Drive Fayetteville, AR 72701	Chairman	09/01/2012
Steve Hankins PO Box 10042 Fayetteville, AR 72201	CFO	12/31/2012
T.Craig Jones 313 West Dickson Street, #201 Fayetteville, AR 72701	Secretary	09/01/2012

23. Withdrawals from a partnership or distributions by a corporation

None ☒ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

None ☐ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
Rock Springs Mineral Processing	88-0506697

25. Pension Funds.

None ☒ If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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[If completed on behalf of a partnership or corporation]

I, declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date **4/5/2013**

Signature **s/ Todd Druse**

Todd Druse, CFO
Print Name and Title

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

_____ continuation sheets attached